

**Hearing Date and Time: October 19, 2006 at 10:00 a.m.**  
**Objection Deadline: October 12, 2006 at 4:00 p.m.**

O'MELVENY & MYERS LLP  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF FILING OF SECOND INTERIM APPLICATION OF  
O'MELVENY & MYERS LLP FOR ORDER AUTHORIZING AND APPROVING  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that on July 31, 2006, O'Melveny & Myers LLP filed the  
Second Interim Application of O'Melveny & Myers LLP for Order Authorizing and Approving  
Compensation and Reimbursement of Expenses (the "Application") for the period from February  
1, 2006 through May 31, 2006 ("the Second Interim Period"), together with its exhibits.

PLEASE TAKE FURTHER NOTICE that O'Melveny and Myers LLP is requesting compensation from the debtors and debtors-in-possession (the "Debtors") in the above-captioned case in the amount of \$3,118,474.00 for services rendered, and reimbursement of actual and necessary expenses in the amount of \$874,459.13 for the Second Interim Period. The aggregate amount of fees and expenses requested for approval pursuant to the Second Interim Application is \$3,992,993.13.

PLEASE TAKE FURTHER NOTICE that on **October 19, 2006 at 10:00 a.m. (Prevailing Eastern Time)** a hearing to consider the relief requested in the Application will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Second Interim Application must: (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be

served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: David Sherbin, Esq.), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg), (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), and (viii) special labor counsel to the Debtors, O'Melveny & Myers LLP, 1625 Eye Street, NW, Washington, DC 20006 (Att'n: Tom Jerman), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on October 12, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no responses or objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application without further notice.

DATED: Washington, D.C.  
July 31, 2006

ROBERT A. SIEGEL (RS 0922)  
TOM A. JERMAN (TJ 1129)  
O'MELVENY & MYERS LLP

By /s/ Tom A. Jerman  
Tom A. Jerman  
Attorney for Delphi Corporation,  
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Possession